

CAPEL MANOR COLLEGE

MINUTES OF THE GOVERNING BODY COMMITTEE MEETING WEDNESDAY 12 JULY, 2017 AT AT ENFIELD CAMPUS

Members:	Roger McClure (Chair) Heather Barrett-Mold OBE John Bennett Paul Campbell Lady Milnes Coates Beryl De Souza David Domoney Doug Fussell	Donald Gratton Robert Howard CC Joy Hillyer Tony Leach Lady Salisbury (Madam Vice Chairman) Doug Taylor James Wisdom
Staff Governor:	Andrew Smith	
Student Governors:	Mechelle Hemley-Francis Polly Robson-Halil	
Principal:	Stephen Dowbiggin OBE	
In attendance:	Malcolm Goodwin, Deputy Principal Lynn Hart, Vice Principal (Academic) Designate Joanne Coffey, Clerk to the Governing Body Damien Fallon, Director of Finance Simon O'Hear, Director of Human Resources Richard Prowse, Assistant Principal Facilities, Health and Safety	

ADMINISTRATIVE AND GENERAL ITEMS

Roger McClure opened the meeting by expressing his pleasure in taking over as Chair of Governors.

1. APOLOGIES FOR ABSENCE

Apologies were received for Tony Leach and Doug Taylor.

2. DECLARATION OF INTERESTS

None.

3. MINUTES OF THE GOVERNING BODY MEETING HELD ON 28 MARCH 2017

RECEIVED: Paper 3 - Minutes of the Governing Body Meeting held on 28 March 2017, for decision.

RESOLVED to:

- i. approve the minutes of the Governing Body meeting held on 28 March 2017 as a correct record and authorise the Chair to sign them.**

4. MATTERS ARISING FROM THE MINUTES OF THE GOVERNING BODY MEETING HELD ON 28 MARCH 2017

RECEIVED: Paper 4 - Report of the Clerk, for information.

NOTED:

- i. The election of a Vice Chair of Audit is postponed pending further discussions and exploration of the future membership of the Committee by Search & Governance.

5. MINUTES OF THE SEARCH AND GOVERNANCE COMMITTEE MEETING HELD ON 27 JUNE 2017

RECEIVED: Paper 5: Minutes of the Search and Governance Committee meeting held on 27 June 2017 which were presented by Madam Chairman, for decision.

NOTED:

- i. In order to increase Governor's confidence in their knowledge about the out centres, it was suggested they hold their Spring Governing Body meeting at an alternate centre each year, beginning with Crystal Palace in March 2018.

RESOLVED to:

- i. **hold the Spring Governing Body Meeting at a different centre each year with the March 2018 meeting being held at Crystal Palace.**

5.1 Review of confidential items

NOTED:

- i. The recommendation was amended to 'release', rather than 'replace' confidential minutes.

RESOLVED to:

- i. **delegate to Search & Governance to review confidential minutes and release them if appropriate.**
- ii. **agree the necessary amendments to Standing Orders and the Terms of Reference to facilitate this.**

5.2 Risk Review

NOTED:

- i. This item was dealt with as part of a comprehensive report in paper 8 on the agenda.

6. REPORT OF THE CLERK TO THE GOVERNING BODY

RECEIVED: Paper 6 - Report of the Clerk, for decision.

6.1 Standing Orders

NOTED:

- i. Following an Internal Auditor's report to the Audit Committee on Governance, the College's Standing Orders and Access to College Information policy document were amended to clarify the points raised.

RESOLVED to:

- i. **adopt the amended Standing Orders and Access to College Information policy document.**

6.2 Membership and Terms of Office

NOTED:

- i. As the Terms of Office for Student Governors, Mechelle Hemley-Francis and Polly Robson-Halil, were about to end (this was their last meeting), the Clerk and Chair thanked them for their dedication and commitment to their roles.
- ii. This sentiment was confirmed by all Governors present and a formal letter was presented to the Student Governors from the Chair on behalf of the Governing Body.
- iii. Dr S R Dowbiggin resigned with effect the end of this meeting and is automatically replaced by Malcolm Goodwin (as Principal).
- iv. The Staff Governor's term of office concludes at the end of this meeting, but as he is seeking re-election, the Chair chose not to formally acknowledge his contribution at this time.

6.3 Governing Body Skill's Audit

NOTED:

- i. Governors were thanked by the Clerk for completing their individual skills analyses.
- ii. These were being considered by Search & Governance.

6.4 Timetable of Governing Body Meetings 2017/18

NOTED:

- i. The timetable of meetings had been rescheduled to align more closely with the academic and operational cycles of the College.
- ii. Whilst this rescheduling was supported by Governors (as it made sense), the impact in the short term on Governors' availability (due to meeting dates being changed for next term) was a concern to some.
- iii. A discussion took place regarding individual Governor's availability and it was agreed for the Clerk to submit a final timetable outside of the meeting which sought to accommodate as many Governors' requests as possible.
- iv. Governors discussed the use of telephone and video-conferencing options to facilitate future meetings and authorised the Clerk to explore this further.
- v. The College currently has plans to establish a dedicated video-conference area at the Enfield campus for operational meetings and this could be utilised in exceptional

circumstances. However, it was felt that "in-person" meetings were still essential to enable the Governing Body to function effectively.

- vi. The need for caution going forward as some Governors present were on Boards where increased IT had been introduced (at some expense) but has not been sustained as it did not prove as effective as expected.

RESOLVED to:

- i. **approve and adopt the timetable of meetings for 2017/18 with agreed amendments.**

STRATEGIC ISSUES

7. REPORT OF THE PRINCIPAL

RECEIVED: Paper 7 - Report of the Principal, for information.

NOTED:

- i. Students have been exceptional in representing the College in 2017, which can be measured by the achievement of the following major awards:
 - a. Gold Medal at the Ideal Home Show
 - b. Gold Medal (ex-Student) at Hampton Court Show
 - c. Silver Medal at Chelsea Flower Show
 - d. Silver Gilt medal (Floristry) and Best in Show at Hampton Court Show (and a nomination to The Chelsea Flower Show Floristry competition 2018).
 - e. A number of awards for the College's animals at County Agricultural Shows and Events.
- ii. Receipt by Governors of the AoC Report "Colleges Transform Lives".

8. UPDATE ON RISK MANAGEMENT PLANNING INCLUDING RISK MANAGEMENT ACTION PLAN 2017/18

RECEIVED: Paper 8 - Report of the Principal, for decision.

NOTED:

- i. The Principal Designate plans to review the Risk Management Strategy and Risk Review Schedule in 2017/18.
- ii. The College has adopted a Risk Management Strategy that includes an operational guide which is used to generate a Risk Schedule and a Risk Management Action Plan (for the high risk areas identified).
- iii. The Governors exercise their scrutiny in the Risk Management process via the sub-committees, each of which has clear responsibilities in this regard.
- iv. The Governing Body has four key responsibilities:
 - a) To review the policy guidelines

This has been undertaken by the Audit Committee and, as a result, confirmed their support for the Principal Designate's plan to review this in 2017/18 and for a new Policy to be introduced for 2018/19.

b) Review Corporate/Strategic Risks (CS1 to 6 and GM3 in the Schedule)
Governors felt there was an increased risk of:

- An unexpected event impacting on the College
- Not achieving the College's recruitment target (this is in excess of the 16-18 ESFA target)

c) Receive recommendations from the Governors' sub-committees

Governors discussed the following:

- The importance of ensuring the Risk Schedule does not impact on the curriculum's focus, beyond what is essential to enable the College to adopt a prudent approach to risks.
- A Marketing Admission Strategy was being explored to apply risk management to the Student selection process.
- The College's commercial activities had scaled down in 2016-17 resulting in both a decrease in expenditure and income from this source. This had the effect of reduced risk exposure of the College for events which have a high turnover and relatively low net profit.
- The need to ensure that the risk of a fire escalating, due to poor building design, is explicitly included in the risk assessment.

(NB: is as implied in HA3 (ensure College sites and buildings are secure and provide a safe learning environment) but need to be reviewed by SMT and Health and Safety at their next meeting.

d) Review the performance of the Risk Management Process

Governors discussed this and current assurances from the Internal Auditors (via Audit Committee) and requested that a report on the adequacy of the process in 2016/17 be prepared for the next Audit Committee meeting (November 2017).

v. The need, when reviewing the risk management process, to clarify actual risks in any new system (rather than focus on mitigation).

e.g: CS2 should read

"The risk and impact of unexpected events in the College" (not "the College has appropriate procedures to deal with unexpected events").

RESOLVED to:

- accept and adopt the revised Risk Review Schedule for 2017-18 as recommended by individual sub-committees and the resulting Risk Management Action Plan for 2017-18.**

- ii. **delegate the Audit Committee to report on the effectiveness of the College's risk management process during 2016-17, for consideration by Governors at their December 2017 meeting, and that this is reported in the Members' Report which forms part of the annual report and accounts.**

9. UPDATE ON STRATEGIC AWAY DAY PLANS

RECEIVED: Paper 9 - Report of the Principal Designate, for decision.

NOTED:

- i. Following a full review in 2016/17, Governors are keen to bring together current thinking, the work of sub-committees and current strategic aims at an event for Governors and SMT.
- ii. The conference to include a dinner with a guest speaker from the Greater London Authority (GLA) or other suitable organisations.
- iii. The conference to include in-depth group discussions on chosen strategic topics in order to:
 - a. increase Governors' strategic awareness and expectations
 - b. facilitate the articulation and recording of Governors' ideas and views
- iv. The Strategy Committee meeting planned for 26 September 2017 to be reinstated, with an option for a Committee meeting on 16 October (to act as pre and post meetings for the Away Day).
- v. The proposed agenda to read 'The intention is to bring together the work of the Strategy Committee, and **other** sub-committees and previous work by the College...' to clarify that the Strategy Committee is also a sub-committee of the Governing Body (Page 3, IV).
- vi. Any Governor who cannot attend the Away Day should provide any feedback to the Chair of Governors or Strategy prior to the day, to ensure all topics and views are considered at the pre-planning stage.

RESOLVED to:

- i. **approve the purpose and proposed agenda for the Strategic Away Day 2017, as set out above (and subject to agreed amendments in the minutes).**

HUMAN RESOURCES

10. EQUALITY AND DIVERSITY POLICY AND SINGLE EQUALITY SCHEME

RECEIVED: Paper 10 - Report of the Director of Human Resources, for decision.

NOTED:

- i. The Equality and Diversity Policy has been streamlined and updated.

RESOLVED to:

- i. **adopt the new Equality and Diversity Policy**
- ii. **approve circulation of the new E&D Policy to all staff (including the E&D Group specifically) for consultation for 2 weeks. (Staff will be advised that the policy will be live during the consultation period)**
- iii. **approve any material changes arising following the consultation with staff are reported to the next Governing Body meeting on 13th December 2017.**

NOTED:

- i. The College's four-year equality objectives have now evolved into one Single Equality Scheme which will come into force on 1st August 2017.

RESOLVED to:

- i. **adopt the updated Single Equality Scheme**
- ii. **approve circulation of the updated Single Equality Scheme to all staff (including the E&D Group specifically) for consultation for 2 weeks. (Staff will be advised that the scheme will be live during the consultation period)**
- iii. **approve any material changes arising following the consultation with staff are reported as a matter arising to the next Governing Body meeting on 13th December 2017.**

FINANCE

11. MINUTES OF THE FINANCE & GENERAL PURPOSES COMMITTEE HELD ON 27 JUNE 2017

RECEIVED: Paper 11 - Minutes of the F&GP Meeting held on 27 June 2017, which were presented by the Chair of F&GP, for decision.

NOTED:

- i. That the Chair of F&GP would focus on the Minutes of the meeting, papers 11a to 11d had been considered in detail by F&GP, and were included for Governors' information.

11.1 Review Of Risk Review Schedule and the relevant Risk Management Action Plan Items 2017/18

NOTED:

- i. This had been dealt with by the Governing Body in Paper 8.

11.2 Report of the Director of Finance

NOTED:

- i. A discussion about whether the Governing Body needed to receive copies of documents they were asked to approve and the need to balance this with

ensuring the work undertaken by F&GP was not duplicated at the main Governing Body meeting.

- ii. That the refreshed version of the Memorandum of Understanding between the College and Capel Manor Ltd (that had been approved by F&GP and recommended for adoption by the Governing Body) should be attached to these minutes to ensure transparency **(Appendix I)**.

RESOLVED to:

- i. **agree and adopt the refreshed version of the Memorandum of Understanding between the College and Capel Manor Limited (attached to these minutes).**
- ii. **approve the College's adoption of FRS102 to report the financial results of the College and its subsidiary companies for the year ended 31 July 2017 and thereafter.**

11.3 Tuition course fees 2017/18 and 2018/19

NOTED:

- i. Tuition fees have risen to between 2-5% for 2017/18 and 2018/19.
- ii. There was no "across the board" increase as a number of factors were included when reassessing fees.

RESOLVED to:

- i. **confirm the Tuition Fees (including the introduction of a general Overseas Fee of £7,500) for 2017-18.**

11.4 Management Accounts for the nine months to 30 April 2017 (paper 11a from F&GP received for information).

NOTED:

- i. The management accounts demonstrate a good outcome for the College and it is expected that current gains will be consolidated as the year progresses.

RESOLVED to:

- i. **receive the Management Accounts for the third quarter of 2016/17.**

11.5 Forecast Budget outturn 2016/17(Paper 11b from F&GP attached for decision)

NOTED:

- i. The College was predicting an increased surplus.
- ii. The exceptional item of £679k.

RESOLVED to approve:

- i. **the outturn budget for 2016/17**
- ii. **the revised cash flow forecast for the remainder of 2016/17.**

11.6 Proposed Budget for 2017/18 Paper 11c from F&GP attached for decision)

NOTED:

- i. The College followed guidance from the ESFA to formulate the budget on income predictions and has reported this in more detail to F&GP so Governors can assure themselves over the diligence applied to setting income targets.

RESOLVED to:

- i. **adopt the Revenue (Comprehensive Spending) budget for 2017/18 to become the baseline for the College Financial Plans 2017 to 2019 to be approved by a meeting of the F&GP on 12 July 2017 (see Item 12a) and submitted to the SFA by 31 July 2017.**

11.7 Planned Capital Expenditure (update 2016/17 and Plan for 2017/18)

(Paper 11d from F&GP attached for decision).

NOTED:

- i. the College was taking a reasonably prudent approach when preparing investment plans for capital items while the Expression of Interest for a major capital investment in Crystal Palace was being evaluated.

RESOLVED:

- i. **to approve the allocation of £250k for new capital expenditure in 2017/18.**
- ii. **for this investment strategy to be reconfirmed when the Financial Plans of the College for the accounting years 2017 to 2019 are considered by Governors at their meeting on 12 July 2017.**

12. REPORT OF THE SPECIAL F&GP MEETING OF 12 JULY 2017

RECEIVED: Paper 12 - Report of the Chair of F&GP, for decision which was presented by the Chair of F&GP.

NOTED:

- i. That Paper 12a had been considered by the Special F&GP meeting and had been circulated to the Governing Body for information.

RESOLVED:

- i. **to confirm the assessment of the College's financial health as Outstanding for the years 2016/17, 2017/18 and 2018/19**

- ii. **to adopt the following overarching statement for the College's Finance, Enterprise and Fundraising Strategy (proposed by Strategy Committee and endorsed by F&GP).**

"The College shall seek to maximise, deploy and invest its funding, reserves and resources to support its core activities and achieve its strategic aims, in a manner which is responsible, ethical and sustainable and enhances its efficiency and effectiveness."

NOTED:

- i. Changes in the catering budget are due to increases following:
 - a. the imminent recruitment of a new Catering Officer
 - b. the new Visitor Centre which will cater to both the Student and Visitor market
 - c. feedback from catering surveys and course representatives which drives future planning
- ii. The College recognises the reputational risk involved with the outsourcing of events.
- iii. The question 'Does the commentary include the general level of pay awards assumed in the plan?' to be amended to 'Yes' as the College assume no inflationary pay award.
- iv. The 'Premises area per learner' within the Property Schedule (10) was being erroneously calculated by the software and would be manually corrected.

RESOLVED to:

- i. **adopt the commentary, checklist and Financial Plan 2017/2019**
- ii. **approve the Principal to sign the Financial Plan 2017/2019**
- iii. **submit a copy of the signed Financial Plan 2017/2019 and commentary to the Education and Skills Funding Agency by 31 July 2017.**

13. MINUTES OF THE AUDIT COMMITTEE MEETING HELD ON 26 JUNE 2017

RECEIVED: Paper 13 - Minutes of the Audit Committee meeting of the 26 June 2017, for decision which were presented by the Chair of Audit.

13.1 External Audit Service (EAS)

RESOLVED to:

- i. **approve the revised engagement letter issued by Buzzacott to Capel Manor College.**

13.2 2016/17 Financial Statements: Auditors' Planning Arrangements

RESOLVED to:

- ii. **approve the proposed total fees from the external auditor, Buzzacott, for 2016/17 of £25,900.**

13.3 Visits Three, Four and Five 2016/17 Internal Audit Reports

RESOLVED to:

- i. **accept the Risk and Assurance Reports issued by Scrutton Bland as part of the College's 2016/17 Internal Audit Plan**
 - **Repairs and Maintenance**
 - **Governance**
 - **Course Management**
 - **The Follow Up Review on previous recommendations.**

13.4 Internal Audit: Assurance Strategy and Annual Plan 2017-18

RESOLVED to:

- i. **adopt the Internal Audit: Assurance Strategy and Annual Plan 2017/18**
- ii. **note the cost of £16,430.00 excluding VAT for 31 days (this is a volume decrease of 8.8% per day on last year).**

ACADEMIC

14. MINUTES OF THE ACADEMIC COMMITTEE MEETING HELD ON 21 JUNE 2017

RECEIVED: Paper 14 - Minutes of the Academic Committee meeting held on 21 June 2017, for decision which were presented by the Chair of the Academic Committee.

NOTED:

- i. Governors had been impressed with the presentation on the work of the School of Horticulture by Sarah Seery and recognised that she had made a positive contribution to the progress of this School.
- ii. The Risk Review Schedule had already been considered by Governors in Paper 8.
- iii. Governors found the Academic Board minutes (attached as paper 14a) of extreme interest and valued the input of the Academic Board which they deemed as the 'heart of the organisation' and would wish that they continued to be appended to the minutes of Academic Committee and presented to the full Governing Body for information.
- iv. The Principal had found it a pleasure to Chair Academic Board and recognised its success in more recent years following Governor's requests for improvements in the way Academic Board was organised and because Governors receive its minutes.

BUILDINGS AND ESTATES

15. MINUTES OF THE HEALTH & SAFETY COMMITTEE MEETING ON 12 JUNE 2017

RECEIVED: Paper 15 - Minutes of the meeting of the Health & Safety Committee of 12 June 2017, for decision which were presented by the Chair of Health and Safety Committee.

NOTED:

- i. The Risk Review Schedule had already been considered by Governors in Paper 8.
- ii. Governors were impressed with the 34% decrease in incidents, despite a greater risk of accidents due to the increase in dangerous animals at the College, and the benchmark to reduce this further.

DATE OF NEXT MEETING: Wednesday 13 December, 2017 at 6.15pm

EXTERNAL ATTACHMENT LINKS:

[20170712-APXI-GB-Part I.pdf](#)